

Gerald C. Bender (GB-5849)
 Lawrence A. First (LF-9650)
 Ira S. Sacks (IS-2861)
 FRIED, FRANK, HARRIS, SHRIVER
 & JACOBSON
 (A Partnership Including
 Professional Corporations)
 Attorneys for Debtors
 and Debtors-in-Possession
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UNITED STATES BANKRUPTCY COURT
 SOUTHERN DISTRICT OF NEW YORK

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| In re: | : | Chapter 11 |
| | : | Case Nos. 00-_____ |
| RANDALL'S ISLAND FAMILY GOLF | : | through 00-_____ |
| CENTERS, INC., <u>et al.</u> , | : | |
| | : | (Jointly Administered) |
| Debtors. | : | |
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ORDER PURSUANT TO SECTIONS 327 AND
 328 OF THE BANKRUPTCY CODE AND
 BANKRUPTCY RULE 2014 AUTHORIZING
 DEBTORS-IN-POSSESSION TO RETAIN AND
 EMPLOY FRIED, FRANK, HARRIS, SHRIVER
& JACOBSON AS ATTORNEYS

Upon the application (the "Application") of the above-captioned debtors and debtors-in-possession (collectively, the "Debtors"), for an order pursuant to sections 327 and 328 of title 11 of the United States Code (the "Bankruptcy Code") and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), authorizing the Debtors to retain and employ the firm of Fried, Frank, Harris, Shriver & Jacobson ("Fried Frank") under a general retainer to represent the Debtors as their attorneys in these chapter 11 cases;

And upon the affidavit of Lawrence A. First, a member of the firm of Fried Frank;

And it appearing that this Court has jurisdiction over the Application pursuant to 28 U.S.C. § 1334 and that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2);

And this Court being satisfied that (i) Fried Frank does not hold or represent an interest adverse to the Debtors, their estates or their creditors, (ii) Fried Frank is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code and (iii) the employment and retention of Fried Frank is necessary and in the best interests of the Debtors, their estates and their creditors;

And notice of the Application having been given to (i) the Office of the United States Trustee, (ii) Morgan, Lewis & Bockius, LLP, counsel for The Chase Manhattan Bank, as Agent under the Debtors' prepetition working capital facility, (iii) Winick & Rich, P.C., counsel for the proposed postpetition lenders, and (iv) United States Trust Company of New York, the Indenture Trustee for the 5¾% Convertible Subordinated Notes due October 15, 2004;

And it appearing that no other or further notice of the Application need be given;

And good and sufficient cause appearing therefor; it is ORDERED that, pursuant to sections 327 and 328 of the Bankruptcy Code and Bankruptcy Rule 2014, the Debtors are

authorized and empowered to retain and employ Fried Frank as their attorneys; and it is further

ORDERED that the compensation to be paid to Fried Frank for services to be rendered to the Debtors plus reimbursement of disbursements incurred in connection with such representation shall be determined by this Court upon appropriate application therefor in accordance with sections 330 and 331 of the Bankruptcy Code, applicable Bankruptcy Rules, and any applicable regulations and orders with respect to the foregoing that may be applicable to these chapter 11 cases.

Dated: New York, New York
May __, 2000

UNITED STATES BANKRUPTCY JUDGE

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